



The nationwide gondola pool

RAILGON COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

No. 4-321A073
NOV 16 1984

Date

Fee \$ 30.00

RECORDATION NO. 12989-J

RECORDATION NO. 12989-K

ICC Washington, D. C.

NOV 16 1984 - 11 50 AM

NOV 16 1984 - 11 50 AM

RECORDATION NO. 12989-L

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

NOV 16 1984 - 11 52 AM November 15, 1984

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

On behalf of Railgon Company, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed executed original and certified true copy of each of the following secondary documents:

- 12989 - J 1. "Amendment to Conditional Sale Agreement (No. 3);"
- 12989 - K 2. "Amendment to Lease of Railroad Equipment (No. 3);"
- 12989 - L 3. "Amendment to Assignment of Lease and Agreement (No. 3)."

Prior recordings relating to these documents are as follows:

1. Conditional Sale Agreement dated as of February 1, 1981, recorded under Recordation No. 12989;
2. Agreement and Assignment dated as of February 1, 1981, recorded under Recordation No. 12989-A;
3. Lease of Railroad Equipment (No. 3) dated as of February 1, 1981, recorded under Recordation No. 12989-B;
4. Assignment of Lease and Agreement dated as of February 1, 1981, recorded under Recordation No. 12989-C;
5. Amendment Agreement No. 1 dated as of August 15, 1981, recorded under Recordation No. 12989-D;
6. Amendment Agreement No. 2 dated as of August 15, 1982, recorded under Recordation No. 12989-E;
7. Amendment to Lease of Railroad Equipment (No. 3) dated as of January 1, 1984, recorded under Recordation No. 12989-F;

Countersigned by [Signature]

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Honorable James H. Bayne

8. Amendment to Conditional Sale Agreement (No. 3)
dated as of October 15, 1984, recorded under Recordation
No. 12989-G;

9. Amendment to Lease of Railroad Equipment (No. 3)
dated as of October 15, 1984, recorded under Recordation
No. 12989-H; and

10. Amendment to Assignment of Lease and Agreement (No.
3) dated as of October 15, 1984, recorded under
Recordation No. 12989-I.

Please file the enclosed documents under Recordation No. 12989
under the next available letters.

The parties to these transactions are as follows:

Railgon Company - Lessee
101 North Wacker Drive
Chicago, Illinois 60606

The Connecticut Bank and Trust Company,
National Association - as Trustee for
Owner, and as Lessor
One Constitution Plaza
Hartford, Connecticut 06115

Mercantile-Safe Deposit and Trust Company
- as Agent
2 Hopkins Plaza
Baltimore, Maryland 21201

The equipment covered by the enclosed documents is as
set forth below:

<u>Car Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Reporting Marks</u>	<u>Car Numbers</u>
52'6" 100 ton gondola cars	GB	159	GONX	310841 - 310999

Enclosed is a check in the amount of \$30 to pay the
recording fee for the instant documents.

A short summary of the documents to appear in the Index
is as follows:

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Honorable James H. Bayne

"Amends the filing under Recordation No.
12989, to provide for the lease of certain
gondola cars."

Once the filing has been made, please keep the executed original of each document for your files and return to bearer the other stamped copies, together with the fee receipt, the letter from the ICC acknowledging the filing, and the four extra copies of this letter of transmittal.

Very truly yours,



T. D. Marion

Honorable James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures
TDM/gno

BY HAND

RECORDATION NO. 12989 K

NOV 16 1984 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT (No. 3)

AMENDMENT made as of the 15th day of November, 1984 between RAILGON COMPANY, a Delaware corporation (the "Lessee"), and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, acting not in its individual capacity but solely as Trustee (hereinafter, together with its successors and assigns, called the "Trustee") acting under a Trust Agreement dated as of February 1, 1981 with General Electric Credit Corporation (the "Owner").

RECITALS

WHEREAS, the Trustee and the Lessee are parties to a Lease of Railroad Equipment, dated as of February 1, 1981, as amended (as so amended, the "Lease"), pursuant to which the Trustee leased to the Lessee certain items of railroad equipment described in Schedule A thereto (the "Equipment");

WHEREAS, by an Assignment of Lease and Agreement dated as of February 1, 1981, as amended, the Trustee assigned its rights in, to and under the Lease to Mercantile-Safe Deposit and Trust Company, not in its individual capacity but solely as agent (the "Agent") for certain institutional investors

under a Participation Agreement dated as of February 1, 1981, as amended, among the Trustee, the Owner, the Agent, the Investors listed therein and the Lessee;

WHEREAS, the Lease was amended pursuant to (i) the Amendment to Lease of Railroad Equipment (No. 3) dated as of January 1, 1984 in connection with the restructuring of certain indebtedness of the Lessee under the Override and Restructuring Agreement (the "Override Agreement") dated as of January 1, 1984 by and among the Lessee, the Trustee, the Owner, the Agent, the Investors listed on Schedule A to the Override Agreement and Trailer Train Company, a Delaware corporation and (ii) the Amendment to Lease of Railroad Equipment (No. 3) dated as of October 15, 1984 in connection with the further restructuring of such indebtedness pursuant to Amendment No. 1 to the Override and Restructuring Agreement dated as of October 15, 1984 by and among the parties to the Override Agreement;

WHEREAS, the Trustee has as of this date entered into a Lease of Railroad Equipment with Seaboard System Railroad, Inc., pursuant to which the Trustee has leased to such entity certain items of the Equipment described in Schedule A hereto; and

WHEREAS, in consideration of the foregoing, the

parties to the Lease have agreed to amend the Lease on the terms set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. The last sentence of Section 2 of the Lease is deleted in its entirety and the following paragraph is added at the end of Section 2 of the Lease:

"The parties hereto acknowledge that the Trustee is entering into a Lease of Railroad Equipment dated as of November 15, 1984 (the "Seaboard Lease") with Seaboard System Railroad, Inc. (the "Seaboard Lessee") pursuant to which the Trustee is leasing to the Seaboard Lessee certain of the Units (the "Seaboard Units") described in Schedule A to that certain Amendment to Lease of Railroad Equipment (No. 3) dated as of November 15, 1984 between the Trustee and the Lessee. Notwithstanding anything contained in this Lease to the contrary, including, without limitation, Section 12, the parties agree that the Seaboard Units are released from the Lease and the Lease (other than the provisions of this paragraph and those provisions of the Lease that survive the termination of the Lease) is terminated as to such Seaboard Units. For purposes of this Lease the term "Units" shall mean the Units then remaining subject to this Lease as of the date of determination."


2. Except as modified or amended hereby, the Lease shall remain in full force and effect in accordance with its terms. This Amendment may be executed in two or more counterparts which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused
this Amendment to be executed by their duly authorized
officers as of the date first above written.

RAILGON COMPANY

By 
Title TREASURER

[Corporate Seal]
Attest:


Title ASSISTANT TREASURER

THE CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIATION,
not in its individual capacity,
but solely as Trustee

By _____
Title _____

[Seal]
Attest:

Title

IN WITNESS WHEREOF, the parties hereto have caused
this Amendment to be executed by their duly authorized
officers as of the date first above written.

RAILGON COMPANY

By _____
Title

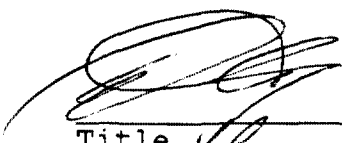
[Corporate Seal]
Attest:

Title

THE CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIATION,
not in its individual capacity,
but solely as Trustee

By  _____
Title ASSISTANT VICE PRESIDENT

[Seal]
Attest:


Title

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 14th day of November, 1984, before me personally appeared RE. ZIMMERMAN, to me personally known, who, being by me duly sworn, says that he is the TREASURER of RAILGON COMPANY, one of the corporations described in and which executed the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Stewart E. Tabin
Notary Public

[Notarial Seal]

My Commission Expires:

STEWART E. TABIN
Notary Public, State of New York
No. 31-4794093
Qualified in New York County 85
Commission Expires March 30, 19__

STATE OF *Conn*)
COUNTY OF *Hartford*) ss.:

On this day of November, 1984, before me personally appeared **V. Kreuschner**, to me personally known, who, being by me duly sworn, says that he is the **ASSISTANT VICE PRESIDENT** of **THE CONNECTICUT BANK AND TRUST CO.**, one of the corporations described in and which executed the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth A. Emerson

Notary Public
RUTH A. EMERSON
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1989

[Notarial Seal]

My Commission Expires:

SCHEDULE A

Description of Units Leased to the Seaboard Lessee

<u>Builder/Description</u>	<u>Quantity</u>	<u>Serial Nos. (Inclusive)</u>	<u>Avg. Cost/ Unit</u>	<u>Total</u>
<u>Thrall Car Manufacturing</u> <u>Company</u> 52'6", 100-ton capacity, fixed end gondola car; AAR Mechanical Designa- tion: G-B	159	310841-310999	\$45,048.49	\$7,162,709.91

CERTIFICATION OF TRUE COPY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

I, Stewart E. Tabin, a member of the Bar of the State of New York, do hereby certify that I have compared the attached copy of the document entitled "Amendment to Lease of Railroad Equipment (No. 3)" with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 14th day of November, 1984.

Stewart E. Tabin
Stewart E. Tabin

Subscribed and sworn to before
me this 14th day of November, 1984.

Theresa Sementilli
Notary Public

THERESA SEMENTILLI
Notary Public, State of New York
No. 41-4773862
Qualified in Queens County
Commission Expires March 30, 1986